

Company number: 10612905

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JAMES LEIGHTON FINANCIAL SERVICES LIMITED ("Company")

Circulation Date: 30 OCTOBER 2019 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below (**Resolutions**) are passed as ordinary resolutions and special resolutions as indicated

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of CA 2006 the Directors be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into shares (**Rights**) up to an aggregate nominal amount of £7.48 pursuant to the attached Enterprise Management Incentive Option Agreements, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

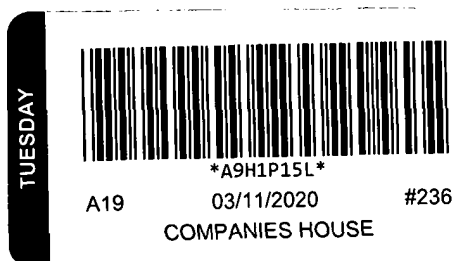
SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.


The undersigned, being the members entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:



Company number: 10612905


Signed by **OLIVER PEACE**

Date


30/10/20

Signed by **SHARON WESTON**

Date


30/10/2020

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By Hand:** Delivering the signed copy to Laura de Banke, Austin Moore & Partners LLP, 7 The Ropewalk, Nottingham, NG1 5DU
- **Post:** Returning the signed copy by post to Laura de Banke, Austin Moore & Partners LLP, 7 The Ropewalk, Nottingham, NG1 5DU
- **Email:** By attaching a scanned copy of the signed document to an email and sending it to laura@austinmoore.com.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible.